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May 4, 2015

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The Honorable Paul A. Engelmayer
United States District Judge
Southern District of New York
40 Foley Square, Room 2201
New York, NY 10007

**Re: *Delaware Trust Co. v. Wilmington Trust, N.A.*, Case No. 1:15-cv-2883
(PAE) (FM)**

Dear Judge Engelmayer:

We represent defendant Wilmington Trust, N.A., in its capacity as First Lien Administrative Agent ("Wilmington Trust"). We respectfully submit this letter to request the Court's approval of the following briefing framework to which Plaintiff Delaware Trust Company ("Delaware Trust") and Wilmington Trust have agreed:

- Wilmington Trust would file a single consolidated memorandum of law, not to exceed 40 pages, (i) in opposition to Delaware Trust's motion to remand or abstain from exercising jurisdiction over this action and (ii) in support of Wilmington Trust's motion to transfer venue to the United States Bankruptcy Court for the District of Delaware.
- Delaware Trust would file a single memorandum of law, not to exceed 25 pages, both in opposition to Wilmington Trust's motion to transfer venue and in further support of its motion to remand or abstain.

We believe that this approach would be more efficient for the Court and the parties, given the overlapping issues and facts involved in the various motions. We appreciate Your Honor's consideration of this request.

O'MELVENY & MYERS LLP

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Respectfully,

/s/ Jonathan Rosenberg

of O'MELVENY & MYERS LLP

cc: All Counsel of Record and Proposed Intervenors (by e-mail)